JAN 29 2004



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SEC 1972 Potential persons who are to respond to the contained in this (6-02) form are not required to respond unless the form displays a currently valid OMB

control number.

BEST AVAILABLE COPY

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

JAN 2 1/2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

• •		
SEC	USE ON	JLY.
Prefix		Serial
DAT	E RECEI	VED:

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005
Estimated average burden

hours per response...1

Name of Offering ([] check if this i	is an amendment and name has changed, and indicate change.)
Filing Under (Check box(es) that apply):	(X) Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE PROCESSE
Type of Filing: [X New Filing [
	A. BASIC IDENTIFICATION DATA THOMSON FINANCIAL
1. Enter the information requested	I about the issuer
	s an amendment and name has changed, and indiciate change.)
Address of Executive Offices (Including Area Code)	(Number and Street, City, State, Zip Code) Telephone Number WILSHIPE BLUD #912 SM, CA 90403 (310) 795-625
Address of Principal Business Op (Including Area Code) (If different from Executive Offices	erations (Number and Street, City, State, Zip Code) Telephone Number
Brief Description of Business	ENTERTAINMENT PRODUCTIONS

 $file: /\!/C: \WINDOWS \Desktop \Offering \% 20 Regulations \% 20 and \% 20 Forms \Form \% 20 D. htm$

1/26/2004

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Type of Business Organ [Xcorporation	ization [] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
	Month Year
Actual or Estimated Date	e of Incorporation or Organization: [1]1] [9]9] [] Actual [外Estimated
Jurisdiction of Incorpora	tion or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [] []

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Apply:	[] Promoter []	Beneficial Owner		[] Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual)	Doorin,	JAMES		
Business or Residence ろも MAJ	ce Address (Numb		City, State, Zip Co		
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual)		SHANE		
Business or Residence			City, State, Zip Co		gen de la companya de
Check Box(es) that Apply:		Beneficial Owner	[] Executive Officer		General and/or Managing Partner
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Check Box(es) that Apply: Full Name (Last name Business or Residence	Promoter [X Brain Control Brain Control Brain Control Brain Control Co	Beneficial Owner	City, State, Zip Co	() Director () ode)] General and/or Managing
Check Box(es) that Apply: Full Name (Last name Business or Residence	Promoter [X] e first, if individual Bypulous ce Address (Numb	Beneficial Owner	City, State, Zip Co	U- 34092 [] Director[ode) SLC UT] General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name) Business or Residence Quarter Check Box(es) that	Promoter [X By Pale (Number of Street) First, if individual of the second of the sec	Beneficial Owner Owner Street, Council Street, Counci	City, State, Zip Co	U- 34092 [] Director[ode) SLC UT	General and/or Managing Partner 우니니 General and/or Managing
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Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.) B. INFORMATION ABOUT OFFERING 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this Yes No [] [] [] [] [] [] [] [] [] [Full Name (Last name	e first, if individual)			
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	Full Name (Last nam	e first, if individual)			

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Busir	ness or Re	esidence	e Addres	s (Num	ber and	Street, C	City, Stat	e, Zip Co	ode)			
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2	s in Whicl	4.5	: 4					t Purcha	se rs] All S	States:
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	(Use bla	nk shee	et, or co	py and	use add	litional d	opies o	f this sh	eet, as no	ecessai	ry.)
and t If the the c	c. Conter the agent transaction olumns be already ex	gregate mount a on is an elow the	offering Iready s exchan	price o old. Ent	f securit er "0" if ng, che	ies inclue answer i	ded in th s "none" ox " and	is offerin or "zero indicate	ā	USE OF	PROC	EEDS
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•		le Secu ip Intere ecify	rities (in	cluding	warrants	s)		 	\$ \$ \$\	(300 =	\$ \$ \$ \$	1, 500

Enter the number of accredited and non-accredited investors who ave purchased securities in this offering and the aggregate dollar
mounts of their purchases. For offerings under Rule 504, indicate the
umber of persons who have purchased securities and the aggregate ollar amount of their purchases on the total lines. Enter "0" if answer is
none" or "zero."

Accredited Investors	Number Investor	Dollar Amount s of Purchases \$ ارمحک
Non-accredited Investors	0	\$ <u> </u>
Total (for filings under Rule 504 only)		\$ 1,000
Answer also in Appendix, Column 4, if filing under	JLOE.	

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering		744.7	Type of Security	Sold Sold
Rule 505				.\$ម ប្រ
Regulation A	•••••	•••••	·	\$
Rule 504			(ownsh)	\$. 11 000
Total	e de la companya de	de la		\$ 11.000

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	**********	HI\$ 100
Printing and Engraving Costs		[]\$
Legal Fees	•••••	M\$ 1∞
Accounting Fees		[]\$
Engineering Fees	******	[]\$
Sales Commissions (specify finders' fees separately)		[]\$
Other Expenses (identify)		[]\$
Total		[X]\$ 200

\$ 800

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments to Officers, Payments

	Affiliates Others
Salaries and fees	[] \$ 0
Purchase of real estate	
Purchase, rental or leasing and installation of machinery and equipment	[] [] () \$ 0 \$ 0
Construction or leasing of plant buildings and facilities	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] 0 [] 0 \$ 0 \$ 0
Repayment of indebtedness	[] \$ 0
Working capital	[] Omil \$ 8 \$
Other (specify):	
Column Totals	[] Salar [] 1000
Total Payments Listed (column totals added)	[]\$\\000
D. FEDERAL SIGNATURE	
The issuer has duly caused this notice to be signed by the undersigned diled under Rule 505, the following signature constitutes an undertaking by	uly authorized person. If this notice is
iled under <u>Rule 505</u> , the following signature constitutes an undertaking b Securities and Exchange Commission, upon written request of its staff, th	y the issuer to furnish to the U.S.
iled under <u>Rule 505</u> , the following signature constitutes an undertaking b Securities and Exchange Commission, upon written request of its staff, th	y the issuer to furnish to the U.S.
iled under <u>Rule 505</u> , the following signature constitutes an undertaking becunities and Exchange Commission, upon written request of its staff, the investor pursuant to paragraph (b)(2) of <u>Rule 502</u> .	y the issuer to furnish to the U.S.
iled under <u>Rule 505</u> , the following signature constitutes an undertaking becunities and Exchange Commission, upon written request of its staff, the investor pursuant to paragraph (b)(2) of <u>Rule 502</u> .	y the issuer to furnish to the U.S. e information furnished by the issuer to
iled under Rule 505, the following signature constitutes an undertaking becumities and Exchange Commission, upon written request of its staff, the siny non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature HAJLMAD PRODUCTIONS, INC.	y the issuer to furnish to the U.S. e information furnished by the issuer to
iled under Rule 505, the following signature constitutes an undertaking beccurities and Exchange Commission, upon written request of its staff, the start of the	p the issuer to furnish to the U.S. e information furnished by the issuer to Date Date Rate or Type)
iled under Rule 505, the following signature constitutes an undertaking becurities and Exchange Commission, upon written request of its staff, the sum non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature HAJLMAD Pooductions, NC. Name of Signer (Print or Type) Title of Signer (P	p the issuer to furnish to the U.S. e information furnished by the issuer to Date Date Rate or Type)
Securities and Exchange Commission, upon written request of its staff, the any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature HANGMAN PRODUCTIONS, INC. Name of Signer (Print or Type) JAMES DOOLD ATTENTION	p the issuer to furnish to the U.S. e information furnished by the issuer to Date Date 29 24 Date 20 Date 20 24 Date 20 24 Date 20 24 Date 20 Date 20 24 Date 20 Date 20 24 Date 20 24 Date 20 Date 20
iled under Rule 505, the following signature constitutes an undertaking becurities and Exchange Commission, upon written request of its staff, the any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) HANGMAN PRODUCTIONS, INC. Name of Signer (Print or Type) Title of Signer (Print Or Type) PROSULD	p the issuer to furnish to the U.S. e information furnished by the issuer to Date Date 29 24 Date 20 Date 20 24 Date 20 24 Date 20 24 Date 20 Date 20 24 Date 20 Date 20 24 Date 20 24 Date 20 Date 20
iled under Rule 505, the following signature constitutes an undertaking becurities and Exchange Commission, upon written request of its staff, than y non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) HANGMAN Productions, INC. Name of Signer (Print or Type) Title of Signer (P Pazsioz ATTENTION Intentional misstatements or omissions of fact constitute fed	p the issuer to furnish to the U.S. e information furnished by the issuer to Date Date 29 24 Date 20 Date 20 24 Date 20 24 Date 20 24 Date 20 Date 20 24 Date 20 Date 20 24 Date 20 24 Date 20 Date 20
Securities and Exchange Commission, upon written request of its staff, the investor pursuant to paragraph (b)(2) of Rule 502. Signature Signature HANGMAN PRODUCTIONS, INC. Vame of Signer (Print or Type) JAMES DOOLIN Intentional misstatements or omissions of fact constitute fed	p the issuer to furnish to the U.S. e information furnished by the issuer to Date Date 29 24 Date 20 Date 20 24 Date 20 24 Date 20 24 Date 20 Date 20 24 Date 20 Date 20 24 Date 20 24 Date 20 Date 20
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Name of Signer (Print or Type) Title of Signer (Print or Type) The ATTENTION Intentional misstatements or omissions of fact constitute fed	p the issuer to furnish to the U.S. e information furnished by the issuer to Date Date 29 24 Date 20 Date 20 24 Date 20 24 Date 20 24 Date 20 Date 20 24 Date 20 Date 20 24 Date 20 24 Date 20 Date 20

1. Is any party described in 17 CFR 230.262 presently subject to any oppositions of such rule?	of the disqualification Yes No [] []
See Appendix, Column 5, for state	response.
2. The undersigned issuer hereby undertakes to furnish to any stathis notice is filed, a notice on Form D (17 CFR 239,500) at such	
3. The undersigned issuer hereby undertakes to furnish to the statinformation furnished by the issuer to offerees.	te administrators, upon written request
4. The undersigned issuer represents that the issuer is familiar w to be entitled to the Uniform limited Offering Exemption (ULOI filed and understands that the issuer claiming the availability of establishing that these conditions have been satisfied.	E) of the state in which this notice is
The issuer has read this notification and knows the contents to be be signed on its behalf by the undersigned duly authorized personant	m. se a pair
Havenn Productions, INC.	pnature Date
	e (Printor Type)
Instruction:	Toping on the first
Print the name and title of the signing representative under his signing. One copy of every notice on Form D must be manually signed copy or bear typed	gned. Any copies not manually signed
months recommended to the second seco	en e
APPENDIX	
1 2 3 4 Type of security and aggregate	5 Disqualification under State ULOE (if yes, attach

Intend to sell to non-accredited investors in State (Part B-Item 1) State Yes No AL AK AZ AR							-			
State Yes No Number of Accredited Investors Amount Number of Non-Accredited Investors Amount Yes No AL AZ AZ	1	to non-accredited investors in State		and aggregate offering price offered in state	Type of investor and amount purchased in State				under State ULOE (if yes, attach explanation of waiver granted)	
AK	State	· · · · · · · · · · · · · · · · · · ·			Accredited		Number of Non-Accredited	Amount		
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AR	AK		1							
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